

**LAW OFFICES OF
LOUIS E. GITOMER**

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(202) 466-6532
FAX (410) 332-0885

March 3, 2009

RECORDATION NO. 22077-B FILED

MAR 03 '09 -4 13 PM

SURFACE TRANSPORTATION BOARD

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Lease Termination, a secondary document, dated as of March 3, 2009. The primary document to which this is connected is recorded under Recordation No. 22077. We request that this document be recorded under Recordation No. 22077-B.

The names and addresses of the parties to the Lease Termination are:

Lessor:

Winmark Special Finance LLC c/o Winmark Equipment Finance, LLC
2 Hampshire Street
Foxboro, MA 02035

Lessee:

Cemex, Inc., successor-by-merger to Southdown, Inc.
1200 Smith Street
Houston TX 77002

A description of the equipment covered by the Lease Termination consists of 31 covered hopper cars numbered SDWX 10001, 10002, 10007-10014, inclusive, 10018, 10146, 10150, 10153, 10156, 10159, 10165, 10174, 10176, 10179, 10180, 10182, 10187, 10189, 10190, 10197, 10198, 10210, 10212, 10218, and 10223.

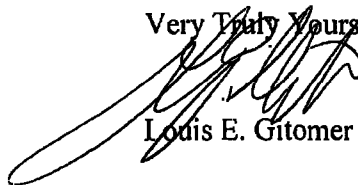
Honorable Anne K. Quinlan
March 3, 2009
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite-301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Lease Termination between Winmark Special Finance LLC c/o Winmark Equipment Finance, LLC, 2 Hampshire Street, Foxboro, MA 02035, and Cemex, Inc., successor-by-merger to Southdown, Inc., 1200 Smith Street, Houston TX 77002, covering 31 covered hopper cars numbered SDWX 10001, 10002, 10007-10014, inclusive, 10018, 10146, 10150, 10153, 10156, 10159, 10165, 10174, 10176, 10179, 10180, 10182, 10187, 10189, 10190, 10197, 10198, 10210, 10212, 10218, and 10223.

Very Truly Yours,

A handwritten signature in black ink, appearing to be 'L. Gitomer', written over the typed name.

Louis E. Gitomer

Enclosure

RECORDATION NO. 22077-B FILED

MAR 03 '09 -4 13 PM

LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

This Lease Termination dated as of March 3, 2009 is between Winmark Special Finance, LLC, as Lessor, and Cemex, Inc., successor to Southdown, Inc., as Lessee.

WHEREAS, Lessor and Lessee entered a Master Lease Finance Agreement dated as of June 13, 1995 and an Equipment Schedule dated as of February 17, 1999, as assigned and amended, and recorded a Memorandum of Railroad Equipment Lease Agreement dated as of February 22, 1999 (collectively the "Lease") at the Surface Transportation Board on March 18, 1999 at 11:15 am under Recordation No. 22077 for 31 covered hopper cars numbered SDWX 10001, 10002, 10007-10014, inclusive, 10018, 10146, 10150, 10153, 10156, 10159, 10165, 10174, 10176, 10179, 10180, 10182, 10187, 10189, 10190, 10197, 10198, 10210, 10212, 10218, and 10223 (the "Equipment"); and

WHEREAS, The rights, interests and obligations of Lessor and Lessee under the Lease have been fulfilled; and

WHEREAS, Lessor and Lessee have agreed to terminate the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Equipment.

This Lease Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Lease Termination to be duly executed as of the date first above-written.

Winmark Special Finance, LLC
as Lessor

By: [Signature]

Its: David J. Coutu
Senior Vice President

Cemex, Inc.
as Lessee

By: _____

Its: _____

LEASE TERMINATION

This Lease Termination dated as of March 3, 2009 is between Winmark Special Finance, LLC, as Lessor, and Cemex, Inc., successor to Southdown, Inc., as Lessee.

WHEREAS, Lessor and Lessee entered a Master Lease Finance Agreement dated as of June 13, 1995 and an Equipment Schedule dated as of February 17, 1999, as assigned and amended, and recorded a Memorandum of Railroad Equipment Lease Agreement dated as of February 22, 1999 (collectively the "Lease") at the Surface Transportation Board on March 18, 1999 at 11:15 am under Recordation No. 22077 for 31 covered hopper cars numbered SDWX 10001, 10002, 10007-10014, inclusive, 10018, 10146, 10150, 10153, 10156, 10159, 10165, 10174, 10176, 10179, 10180, 10182, 10187, 10189, 10190, 10197, 10198, 10210, 10212, 10218, and 10223 (the "Equipment"); and

WHEREAS, The rights, interests and obligations of Lessor and Lessee under the Lease have been fulfilled; and

WHEREAS, Lessor and Lessee have agreed to terminate the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Equipment.

This Lease Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Lease Termination to be duly executed as of the date first above written.

Winmark Special Finance, LLC
as Lessor

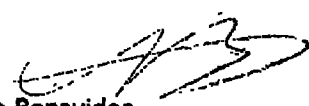
By: _____

Its: _____

Cemex, Inc
as Lessee

By: _____

Its: _____


Alejandro Benavides

Treasurer

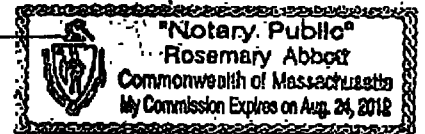
STATE OF MASSACHUSETTS)

COUNTY OF NORFOLK)

ss:

On this 3rd day of March, 2009, before me, ROSEMARY ABBOTT, the undersigned Notary Public, personally appeared DAVID S. COLTU personally known to me to be the person who executed the within instrument as SP-VICE PRESIDENT on behalf of Winmark Special Finance, LLC, and acknowledged to me that the corporation executed it.

Rosemary Abbott
Notary Public for _____
My Commission expires _____



STATE OF TEXAS)

COUNTY OF HARRIS)

ss:

On this ____ day of March, 2009, before me, _____, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of Cemex, Inc., and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

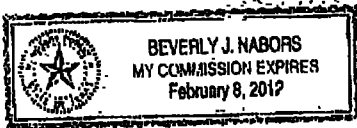
STATE OF RHODE ISLAND)
) ss.
COUNTY OF PROVIDENCE)

On this day of March, 2009, before me, _____, the undersigned
Notary Public, personally appeared _____ personally known to me to
be the person who executed the within instrument as _____ on behalf
of Winmark Special Finance, LLC; and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 3 day of March, 2009, before me, Beverly J. Nabors, the undersigned
Notary Public, personally appeared Alexandro Benavides personally known to me to
be the person who executed the within instrument as Treasurer on behalf
of Cemex, Inc., and acknowledged to me that the corporation executed it.



Beverly J. Nabors
Notary Public for TEXAS
My Commission expires 2/8/2012

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LOUIS E. GITOMER**

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